

Core-Mark Holding Company, Inc.
 Form 4
 July 05, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER CHRISTOPHER M

2. Issuer Name and Ticker or Trading Symbol
Core-Mark Holding Company, Inc. [CORE]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
395 OYSTER POINT BLVD., SUITE 415
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/02/2007

____ Director
 ____ Officer (give title below) VP & Chief Accounting Officer
 ____ 10% Owner
 ____ Other (specify below)

SOUTH SAN FRANCISCO, CA 94080
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Amount		Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Restricted Stock Units 07LTIP	\$ 0	07/02/2007		A	2,126	07/02/2008 ⁽¹⁾ 07/01/2017	Coremark Common Stock 2,
07 LTIP Performance Share	\$ 0	07/02/2007		A	2,125	12/31/2007 ⁽²⁾ 07/01/2017	Coremark Common Stock 2,
07LTIP Stock Option	\$ 36.96	07/02/2007		A	2,125	07/02/2008 ⁽³⁾ 07/01/2017	Coremark Common Stock 2,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER CHRISTOPHER M 395 OYSTER POINT BLVD., SUITE 415 SOUTH SAN FRANCISCO, CA 94080			VP & Chief Accounting Officer	

Signatures

S.Loretz-Congdon,
POA 07/05/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) One-third of the restricted stock units vest on the first anniversary of the grant and the remaining two-thirds vest in equal quarterly installments over the following two years.
- (2) Performance Shares vest upon the achievement of certain company financial goals related to revenues, new business generated and return on net assets during the second half of fiscal 2007.
- (3) One-third of the options vest on the first anniversary of the grant and the remaining two-thirds vest in equal quarterly installments over the following two years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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